

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
TOWN SPORTS INTERNATIONAL, LLC, <i>et al.</i> , ¹)	Case No. 20-12168 (CSS)
)	
Debtors.)	(Jointly Administered) Related
)	
)	Docket Nos. 1112 and 1114

**DESIGNATION OF RECORD, STATEMENT OF ISSUES,
AND CERTIFICATE REGARDING TRANSCRIPTS PURSUANT
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8009**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, Appellant, Town Sports International Holdings, Inc. (“Holdings”), by and through its undersigned counsel, hereby designates the issues and record presented on appeal and files this certificate stating that Appellant previously ordered the relevant transcript (available at Docket No. 1051) in connection with its appeal under 28 U.S.C. § 158 from the following Orders, judgments, and decrees issued by the U.S. Bankruptcy Court for the District of Delaware (Sontchi, C.) in the above-captioned chapter 11 case:

- Order (i) Granting Motion of Town Sports International Holdings, Inc. for Reconsideration or Clarification of the Court's May 20, 2021 Order and (ii) Denying Town Sports International Holdings, Inc.'s Motion to Enforce Sale Order and Compel Turnover of Documents, dated June 25, 2021 [Docket No. 1098].

¹ The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting counsel for the Debtors.

STATEMENT OF ISSUES ON APPEAL

1. Whether the Court erred in failing to require New TSI, the purchaser of substantially all of the Debtors' assets pursuant to an Asset Purchase Agreement ("APA") and related order approving the asset sale, to turn over to the Debtors and Holdings (in its capacity as the pre-petition consolidated tax filer for itself and the Debtors) certain books and records in its possession which were jointly owned and maintained by Holdings' and the Debtors, and which were not acquired by New TSI, and were defined as excluded assets in the APA, , so that Holdings may make its required tax and regulatory filings.

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

Documents Filed in Chapter 11 Case No. 20-12168 (CSS)

Item No.	Docket No.	Description
1	<u>639</u>	Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Debtors to Enter into the Asset Purchase Agreement, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
2	<u>1018</u>	Motion of Town Sports International Holdings, Inc. to Enforce Sale Order and Compel Turnover of Documents
3	<u>1033</u>	Objection of New TSI Holdings, Inc.
4	<u>1040</u>	Reply in Further Support of Motion to Enforce Sale Order and Compel Turnover of Documents
5	<u>1051</u>	Transcript of the April 20, 2021 Hearing
6	<u>1069</u>	Order Denying Motion of Town Sports International, Inc. to Enforce Sale Order and Compel Turnover of Documents
7	<u>1084</u>	Motion of Town Sports International Holdings, Inc. for Reconsideration or Clarification of the Court's May 20, 2021

Item No.	Docket No.	Description
8	1098	Order (i) Granting Motion of Town Sports International Holdings, Inc. for Reconsideration or Clarification of the Court's May 20, 2021 Order and (ii) Denying Town Sports International Holdings, Inc.'s Motion to Enforce Sale Order and Compel Turnover of Documents

CERTIFICATE REGARDING TRANSCRIPTS

The Opinion and Order from which relief is being sought were decided without oral argument. Therefore, pursuant to Rule 8009(b)(1)(A) of the Federal Rules of Bankruptcy Procedure, Appellant hereby files this certificate stating that the transcript has already been prepared and is included in the designation of record.

Dated: July 23, 2021
Wilmington, Delaware

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